

# Exhibit 113

RAINE0018791 (excerpted)

**Follow-up Question List from CMC****Deal Structure**

1. Will January Capital completely exit or roll over some of its equity? It will depend on the buyer group. January Capital will likely only roll with a US strategic.
2. Will Dana exit? (we briefly discussed this over the last call but it would be great to get more details) We have no discussed with Dana at this point.
3. Please provide the organizational chart showing how entities are connected Please see the data room for Zuffa Org Chart 12.31.15 (need approval to grant access)
4. Please confirm if the target entity in this transaction will be Zuffa LLC or its UFC operating entity Target entity is Zuffa LLC

**Events**

1. Design
  - a) Date: how is the event calendar designed each year? What is the maximum number of events each year? Does the same city always host events at the same time each year Planning the event calendar is strategic decision that depends on a large number of considerations. Example considerations include holidays, available broadcast slots for events distributed on Fox networks, bringing events to new regions timed around media rights renewals, and many more. We can discuss this point further on a call. There is no theoretical maximum to the number of events each year – the limiting factor is the number of qualified fighters that would attract fans. The cities and time of year change each year, however there are typically events in Las Vegas around select U.S. national holidays.
  - b) Host city: does UFC need to sign any contract with the host city (if so we would like to take a look at the sample contract later in the process)? What are the typical reasons for switching cities in and out? How often does switching happen typically? Is there any switching costs? UFC signs contracts with the venues, not the cities. Choosing cities is based on a variety of strategic factors, including consumer demand. This can be discussed further on a call.
  - c) Venue: what are the criteria for choosing a suitable venue, in terms of capacity, location, transportation, and layout etc? The mentioned factors are all considered when choosing a venue. Venue size in particular can vary greatly between events (e.g. 55k stadium event in Australia vs. smaller venues for UFC Fight Nights).
  - d) Programme: how many fights are there for each of pre-fight, preliminary fight and main fight on the event day typically? For a typical event, there are 5-6 fights on the main card, 4 fights on prelims, and 3 fights on early prelims (pre-fight).
  - e) Fighters:
    - i. How does UFC decide which fighters should fight at an event, and who fight against who? The UFC's matchmaking process considers a large variety of factors. Importantly, all fights are based on weight class and fighter ranking.
    - ii. Is there any consideration in fighter selection / matching in terms of nationality, weight class, fighting style, winning ratio, and ranking etc. These factors are all considered in the matchmaking process, other factors include time between fighter appearances and public demand for a specific matchup.
    - iii. Describe if there is any systematic approach to creating special events featuring key topics / themes such as "defending champion", "undefeated", "returning hero" etc Yes. Marquee events and/or Championship fights have very large revenue potential and thus special care is taken in promotion of the events.
2. Execution

- a) Preparation: how long does it typically take from initial planning to the match day when entering a new city? Is the event planning process different across different countries?
  - b) Approval: what is the typical regulatory approval process like? What are the top considerations of regulatory bodies and how does UFC address them
  - c) Vendors: what are the typical third party vendors involved for each event? How do they share the economics with UFC? How big is the onsite operating team?
  - d) Ticketing: what is the ticket pricing strategy for each types of event (how is pricing tier determined)? Does the # of tickets sold also defer by event tier? How does UFC balance number of tickets sold and ticket price to create scarcity value? How does it decide on the # of tickets available for each event – is it purely based on the # of seats of the venue? These decisions are all made on an event by event basis as the geography, venue type, event type, and fight card all impact each decision.
  - e) Different types of events: we understand from the last call that UFC usually put top tier fights to PPV and non-championship fights to broadcasting. How about Fight Pass events? How is the content (except for historical library) on Fight Pass positioned? What did UFC do to effectively differentiate between these events and to avoid potential cannibalization? You are correct that championship fights do generally occur on PPV, however, championship fights are also distributed on linear TV (broadcast) from time to time. It is also important to note that the UFC has just begun to put more premium fights exclusively on Fight Pass in order to encourage subscriber adoption. In general, the “lower tier” fights are positioned as up-and-coming UFC fighters who are earning a position as top ranked fighters. As fighters build a winning record they advance to more premium fights and eventually a chance to fight for a weight-class title of UFC Champion.
3. Others
- a) Cancellation and reschedule: what are the possible reasons for an event to be canceled or rescheduled? How to think about the impact? Any historical precedents? To be discussed on a call.

## **Fighters**

1. Design:
  - a) Weight class: how does UFC determine the suitable mix of fighters across all weight classes out of its ~500 fighter group, in terms of popularity, available talents pool, typical prize size etc?
  - b) Style: what are the considerations around different fighting styles? Please describe the popularity of each, and if UFC has any preference when picking fighters? Different fighting styles provide distinct advantages for fighters and some styles are more effective against other certain styles. Generally, the most well-rounded fighters (masters of multiple disciplines) are the best.
  - c) Nationality: what is the current fighter mix by nationality? Does UFC have any strategy to maintain a balanced mix, or preference on having fighters with certain nationalities (e.g. key target new markets)? TBU data from Company. The UFC works to develop fighters from all nationalities as fighters have the ability to attract a large fanbase from their home country. Thus, having fighters from around the world helps grow the popularity of the UFC.
  - d) Development path:
    - i. What is the typical promotion and personal development path for fighters? Do they need to participate in / win a certain number of fights in order to get promoted? Any other requirements?
  - e) Frequency: what is the optimal # of fights a fighters should have in a year? Is the on average 2 fights per year the optimal utilization rate? 2-3 fights per year is the average number of fights. Optimal number of fights per year depends on several factors.
  - f) Ranking:
    - i. Please discuss the best way to segment fighters, and the mix in terms of (1) total fighter number, and (2) their compensation as % of total compensation pool; top 10/30/50 as % of total fighter's compensation?

## 2. Execution

a) Sourcing & Evaluation:

- i. What is the optimal number of fighters kept by UFC (currently ~500)
- ii. What are UFC's criteria in signing fighters (track record / weight class / nationality etc)? Who is responsible for the sourcing / scouting? How many new fighters are signed each year?
- iii. Any requirement on fighter's age?
- iv. Any barrier to attracting fighters from other types of sports, such as boxing etc?

b) Contracting:

- i. Key fighter contract terms – duration, economics, exclusivity, termination clause etc? (can provide sample contract at a later stage) Discuss Verbally
- ii. How many (what type of) fighters are represented by 3rd party agencies (e.g. Ronda Rousey by WME-IMG)?

c) Training:

- i. It was mentioned fighters need to be responsible for their own training – how much does a fighter typically spend on training each year?
- ii. What other training support does UFC provide to contracted fighters? (it was mentioned there is a training facility)

d) Safety:

- i. What are the typical injuries suffered by fighters? How often is a fighter injured? How long does it take to recover from such injuries?
- ii. Are fighters covered by insurance? How much is the fighter insurance costs each year? Yes, fighter insurance is included in Other Fighter Costs.

e) Termination:

- i. What is the churn rate of signed fighters (retirement by fighter vs by UFC)? What are the typical reasons for them to leave?
- ii. Under what circumstances will UFC terminate a fighter's contract? We noticed that UFC signed several Chinese fighters before, and their contracts got terminated later, what were the reasons?
- iii. What kind of career opportunities do the typical fighters have after termination of contract?

f) Retirement:

- i. What is the typical "retirement" age for fighters?

g) From UFC to Entertainment:

- i. Is there a systematic approach to identifying starts like Ronda Rousey, and to train and promote them to become entertainment stars?
- ii. Will UFC get a share of Ronda Rousey's commercial sponsorship? No

h) Compensation: These are legitimate questions and should be answered verbally

- i. What is the Company's view on various news reports that some UFC fighters think they are being unfairly compensated?
- ii. How were the litigation filed by fighters against UFC settled (settlement fee paid)? Is there any future litigation risk around compensation in UFC's view?
- iii. Are fighters unionized? What is the role of the Mixed Martial Arts Fighters?
- iv. What do the fighters think of the Reebok deal, in terms of contract size, split, duration, opportunity costs (e.g cannot wear other brands)

**Market Potential / Competition**1. Market sizing:

- a) Please assess the potential fan base for US / other markets for MMA / UFC? What are the assessment criteria – hardcore vs average split, income level, education, profession etc We can provide demo information when we receive from Deni.
- b) How do the viewers overlap between PPV events, broadcasting events and Fight Pass events? How do their behavior shift? Any cannibalization may result from this?
2. Demographics:
  - a) How is UFC's fan demographics changing over time, by age, gender, income level, education, profession, geography etc? We can provide demo information when we receive from Deni.
  - b) How does UFC's fan base compare to other major sports (if data available) in terms of size and mix in the categories mentioned above? We can provide demo information when we receive from Deni.
3. Competition:
  - a) Global sports: what is combat sports' position, market size, popularity and momentum globally vs other mainstream sports
  - b) Combat sports: MMA's advantages / disadvantages in fan base, popularity and momentum compared to other types of combat sports, such as boxing, kick-boxing, WWE etc
  - c) MMA: What is UFC's advantages / disadvantages vs:
    - i. Global competitors such as Bellator etc? Especially, for Bellator:
      - ♦ Please compare the overall momentum of the two organizations, their relative scale?
      - ♦ Events: please compare the # of events, # of signed fighters, frequency of fights by fighters, key difference in rules, etc
      - ♦ Fighters: please compare the fighters' compensations of the two, since we see many ex-UFC fighters are now in Bellator for "better compensations"
      - ♦ Audience: please compare the fan base and viewership data – we noticed that for some fights the rating of Bellator is even higher than UFC
      - ♦ Broadcast: please provide insights on the value of Bellator's broadcasting rights. Seems Bellator is adopting multi-channel strategy on Fox, Spike, ESPN, MTV2, other channels
      - ♦ Sponsorship: we noticed that Monster is sponsoring both UFC and Bellator, please compare the contract value, terms, duration etc. How much sponsorship revenue do fighters get, what's the revenue split mechanism?
      - ♦ International expansion: please discuss Bellator's international markets and strategy: presence, fan base, revenue etc.
      - ♦ Reality TV show: we noticed that several current / ex UFC fighters are on Bellator's show – how does UFS look at this? **Fighters from UFC that are on Bellator are fighters that could no longer compete at the UFC level.**
    - ii. Regional competitors in local markets: e.g. Kunlun Fight in China (Kunlun Fights is also planning to expand internationally)
    - iii. How to compare the potential market size, fan base, popularity and momentum of UFC's competitors in MMA vertical above?
4. Historical acquisition:
  - a) What's the logic of UFC's M&A moves? (e.g., Pride Fighting Championships, Strikeforce)
    - i. What made UFC choose to keep some of the acquired format and roll competitors events into its event portfolio?
    - ii. On other occasions, what makes UFC simply choose to buy the fighter's contract, and let them join UFC without keeping the original brand?

### Reality Show

1. Design:

- a) Strategy: describe the overall strategy behind *The Ultimate Fighter* reality show, and its value / importance to UFC. The Ultimate Fighter serves several purposes for the UFC, two of the most important are: (1) promotional tool allowing fans to increase familiarity with specific fighters (2) International expansion; hosting international TUF series is a great way to attract a fanbase in new markets and also develop local fighters.
  - b) Programme: what is the basis of determining the # of episodes, lengths, location for shooting, fighters featured in the show? Who wrote the storyline / scripts?
  - c) Will any fighters featured in the show get a chance to fight in UFC? Yes, the champion of *TUF* receives a UFC contract
2. Execution:
- a) Selection: how are fighters in the show selected? Is it a different process from choosing UFC fighters?
  - b) Team: size of the production team and their background
  - c) Costs: how much does it cost to produce each season of the show (with breakdown). Are these captured in the projection for production costs?
  - d) Sponsorship: does the show have a different group of sponsors vs UFC? If so what is the sponsorship value?

## **PPV**

### **Residential PPV**

1. Geography
  - a) Strategy:
    - i. Please discuss UFC's current residential PPV geographical focus, and why they are the prioritized markets
      1. Please list the main residential PPV cable providers in each region mentioned above TBU UFC
    - ii. Please discuss the future expansion plans and the key considerations in choosing target markets
  - b) Concentration: please list the top 10 residential PPV markets, and their respective revenue as % of total
  - c) Price:
    - i. Please discuss the pricing strategy across different countries, and list the key considerations when setting the price
    - ii. How is UFC's content priced relative to PPV of other sports
2. Channels
  - a) Strategy:
    - i. Please discuss UFC's criteria in choosing residential PPV channels
    - ii. How many residential PPV channels (e.g. cable providers) do UFC typically sign in each geographical market?
  - b) Concentration: please list the top 10 residential PPV channels, and their respective revenue as % of total
  - c) Price:
    - i. Please discuss the pricing strategy across different channels, and list the key considerations when setting the price
    - ii. It was mentioned on the last call that the price on UFC.TV is the same as cable & satellite, and the revenue split for UFC.TV is 85 / 15. How to reconcile this with model input?
      1. For example, in 2015, \$37.68 / 85% doesn't equal to \$56.06 UFC.TV and Cable/Satellite distribute the same content, but the split for UFC is different. On UFC.TV the UFC receives 85%, on Cable/Satellite the UFC receives between 50-60% depending on the PPV provider.
3. Contract
  - a) Key terms: please specify the key terms with residential PPV channels (price, revenue split, duration, exclusivity). Would be helpful if can provide a sample contract